

Notice of meeting  
and resolutions to  
be proposed

Notice is hereby given that the ninety-ninth Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday 17 April 2008, commencing at 11.30 a.m., for the transaction of the following business.

**Resolution 1 – Report and accounts**

To receive the report of the directors and the accounts for the year ended 31 December 2007.

See notes on page 11.

**Resolution 2 – Directors' remuneration report**

To approve the directors' remuneration report for the year ended 31 December 2007.

See notes on page 11.

**Resolution 3**

To re-elect Mr A Burgmans as a director.

See biography on page 12.

**Resolution 4**

To elect Mrs C B Carroll as a director.

See biography on page 12.

**Resolution 5**

To re-elect Sir William Castell as a director.

See biography on page 13.

**Resolution 6**

To re-elect Mr I C Conn as a director.

See biography on page 13.

**Resolution 7**

To elect Mr G David as a director.

See biography on page 14.

**Resolution 8**

To re-elect Mr E B Davis, Jr as a director.

See biography on page 14.

**Resolution 9**

To re-elect Mr D J Flint as a director.

See biography on page 15.

**Resolution 10**

To re-elect Dr B E Grote as a director.

See biography on page 15.

**Resolution 11**

To re-elect Dr A B Hayward as a director.

See biography on page 16.

**Resolution 12**

To re-elect Mr A G Inglis as a director.

See biography on page 16.

**Resolution 13**

To re-elect Dr D S Julius as a director.

See biography on page 17.

**Resolution 14**

To re-elect Sir Tom McKillop as a director.

See biography on page 17.

**Resolution 15**

To re-elect Sir Ian Prosser as a director.

See biography on page 18.

**Resolution 16**

To re-elect Mr P D Sutherland as a director.

See biography on page 18.

**Resolution 17 – Reappointment of auditors**

To reappoint Ernst & Young LLP as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the directors to fix the auditors' remuneration.

See notes on page 19.

**Resolution 18 – Articles of Association**

To adopt as the new Articles of Association of the company the draft Articles of Association as set out in the document produced to the meeting and, for the purposes of identification, signed by the chairman.

See notes on pages 19-20.

**Resolution 19 – Share buyback**

To authorize the company generally and unconditionally to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

- (a) the company does not purchase under this authority more than 1.9 billion ordinary shares;
- (b) the company does not pay less than \$0.25 for each share; and
- (c) the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority, the company may purchase shares using any currency, including pounds sterling, US dollars and euros.

This authority shall continue for the period ending on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier, provided that, if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the company may complete such purchases.

See notes on page 20.

**Resolution 20 – Directors' authority to allot shares (Section 80)**

To renew, for the period ending on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of \$1,586 million.

See notes on page 21.

**Resolution 21 – Directors' authority to allot shares (Section 89)**

To renew, for the period ending on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot equity securities wholly for cash (a) in connection with a rights issue; (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 89 Amount of \$238 million.

See notes on page 21.

**Note**

Resolutions 1 to 17 inclusive and Resolution 20 will be proposed as ordinary resolutions. Resolutions 18, 19 and 21 will be proposed as special resolutions. Resolutions 18 to 21 inclusive are items of special business.

By order of the board

David J Jackson  
Company Secretary  
22 February 2008

Notes for ordinary and preference shareholders, ADS holders, employee share plan participants and indirect investors can be found on pages 22-25.